

THE METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY

BILL PURCELL, MAYOR

EXECUTIVE ORDER NO. 20

SUBJECT: DISTRICT ENERGY SYSTEM ADVISORY BOARD

Whereas, the Metropolitan Government owns and operates an energy plant and distribution system (the "District Energy System") for the purpose of furnishing steam and chilled water to numerous private and public customers in downtown Nashville; and,

Whereas, it is in the best interest of the citizens of the Metropolitan Government that an advisory board be established to continually review the District Energy System and to make reports and recommendations to the Mayor regarding the same.

Now therefore, I, Bill Purcell, Mayor of the Metropolitan Government of Nashville and Davidson County by virtue of the power and authority vested in me, do hereby direct and order that:

- I. There is hereby created and established the District Energy System Advisory Board, ("DES Advisory Board").
- II. The missions of the DES Advisory Board are to ensure effective and efficient utilization of the District Energy System by the Metropolitan Government, to ensure dependable and cost effective services to the system's customers and to ensure compliance with all applicable laws, regulations and relevant bond covenants.
- III. The responsibilities of the DES Advisory Board are:
 1. To review monitoring reports and annual plans and budgets of the system and make reports and recommendations to the Mayor and Metropolitan Council regarding the Metropolitan Government's use of and reliance on the District Energy System;
 2. To review monitoring reports and annual plans and budgets of the system and make reports and recommendations to the Mayor and Metropolitan Council regarding ongoing compliance with all applicable laws, regulations and relevant bond covenants related to the District Energy System;
 3. To make reports and recommendations to the Mayor and Metropolitan Council regarding the Metropolitan Government's relationship with the system's operator, Constellation Energy Source, Inc. ("CES") and its successors; and,

4. To make reports and recommendations to the Mayor and Metropolitan Council regarding the Metropolitan Government's relationship with the customers of the District Energy System, specifically including the consistency, quality and cost effectiveness of the services provided to customers.

IV. Membership

1. The DES Advisory Board shall have nine (9) voting members.
2. The following positions shall be permanent voting members of the DES Advisory Board:
 - a. Director of Finance (or designee)
 - b. Director of General Services (or designee)
 - c. Representative of the District Energy System's initial private customers
 - d. Representative of the government of the State of Tennessee
 - e. One member of the Metro Council to be appointed by the Mayor in consultation with the Vice-Mayor
 - f. Two members of the public to be appointed by the Mayor
 - g. One member of the business community appointed by the Mayor upon recommendation of the Downtown Partnership
 - h. Executive Director (or designee) of the Metropolitan Development Housing Agency
3. The DES Advisory Board shall select a Chair and a vice chair from the membership of the board.
4. The Representative of the District Energy System's initial private customers shall be designated by vote of the initial private customers.
5. The Representative of the government of the State of Tennessee shall be designated by the State Building Commission or as may be otherwise provided by the state.
6. The DES Liaison and Project Administrator will staff the DES Advisory Board.

V. Meetings

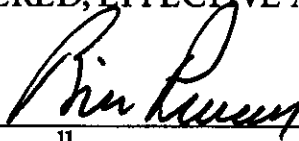
1. The DES Advisory Board shall hold regular meetings not less than once per annual quarter. The regular meetings will be held at a date, time, and place to be determined by the Chair.
2. Special meetings may be called by the Chair, or by request of three (3) members, as necessary.
3. A quorum shall consist of five (5) voting members.

4. The first meeting of the DES Advisory Board shall be held on or before December 31, 2004.

VI. Funding

1. The funding necessary to support the expenses for the activities of the DES Advisory Board will be included in the annual budget for the DES as part of ongoing DES operations administration.

ORDERED, EFFECTIVE AND ISSUED:



Bill Purcell
Metropolitan County Mayor

DATE: July 23, 2004